

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

LORDSTOWN MOTORS CORP., *et al.*,Debtors.<sup>2</sup>

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Obj Deadline: November 21, 2023 at 4:00 p.m. (ET)

Hearing Date: *Only if objections are filed*

**SUMMARY COVER SHEET FOR SECOND MONTHLY FEE APPLICATION OF  
BAKER & HOSTETLER LLP, AS SPECIAL LITIGATION AND CORPORATE  
COUNSEL FOR THE DEBTORS, FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF  
AUGUST 1, 2023 THROUGH AUGUST 31, 2023**

Name of Applicant	Baker & Hostetler LLP
Authorized to Provide Professional Services to:	Debtors
Date of Retention:	August 18, 2023, <i>nunc pro tunc to June 27, 2023</i>
Period for Which Compensation and reimbursement are Requested:	August 1, 2023 – August 31, 2023
Total Amount of Compensation (100%):	\$627,392.25 <sup>3</sup>
Amount of Compensation Requested (80%):	\$501,913.80
Amount of Compensation Held Back (20%):	\$125,478.45
Amount of Expense Reimbursement Requested:	\$25,171.90
Aggregate Amount to be Paid Under Interim Compensation Order upon filing certificate of no objection regarding Application after expiration of Objection Deadline:	\$527,085.70

This is a monthly fee application.

<sup>2</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors' service address 27000 Hills Tech Ct., Farmington Hills, MI 48331.

<sup>3</sup> Baker & Hostetler has reduced the amount requested by \$69,710.25 as a result of courtesy discounts that have been applied consistent with past practices. Baker & Hostetler has provided additional courtesy discounts to the Debtors in an exercise of the firm's reasonable business judgment totaling \$33,513.00. Finally, \$188,923.00 of the total amount of compensation listed in this Application is ultimately payable by the Debtors' insurance.

**SUMMARY OF BILLING BY PROFESSIONAL  
AUGUST 1, 2023 THROUGH AUGUST 31, 2023**

<b>Name of Professional</b>	<b>Date of Bar Admission</b>	<b>Position with the Applicant</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Susan L. Atkinson		Paralegal	265.00	2.7	715.50
Cory N. Barnes	11/13/2018	Associate	450.00	38.5	17,325.00
Erica Barrow Clark	12/03/2013	Associate	970.00	.6	582.00
Frederick C. Bingham	12/03/2013	Associate	805.00	.3	241.50
Terry M. Brennan	11/13/1995	Partner	720.00	89.1	64,152.00
David H. Brown	06/17/2021	Associate	610.00	2.6	1,586.00
Mario Calabretta		Litigation Coordinator	315.00	.5	157.50
Todd A. Dawson	11/17/1998	Partner	665.00	1.3	864.50
Suzanne K. Hanselman	11/18/1991	Partner	805.00	.2	161.00
Scott C. Holbrook	11/20/2000	Partner	690.00	153.6	105,984.00
Daniel M. Kavouras	11/05/2012	Partner	565.00	174.2	98,423.00
Thomas R. Lucchesi	10/29/1984	Partner	920.00	129.2	118,864.00
Natalie E. Martucci		Paralegal	250.00	20.7	5,175.00
Michael H. McDonald		Litigation Project Mgr.	310.00	85.7	26,567.00
Brian M. Murray	11/08/1999	Partner	685.00	2.3	1,575.50
Elliot J. Nash	11/08/2021	Associate	380.00	42.6	16,188.00
Anthony B. Ponikvar	11/07/2016	Associate	500.00	166.7	83,350.00
Scott E. Prince	11/07/2016	Associate	500.00	.9	450.00
Douglas L. Shively	01/11/2016	Partner	555.00	2.2	1,221.00
James A. Slater	01/18/2002	Partner	685.00	3.0	2,055.00
Janet A. Spreen	05/16/2005	Partner	780.00	109.6	85,488.00
Brittany E. Stevenson	12/14/2020	Associate	400.00	51.8	20,720.00
Sarah M. Szalay		Paralegal	260.00	2.3	598.00
Michael A. VanNiel	11/13/2001	Partner	790.00	46.8	36,972.00
Joseph H. Walsh	11/07/2016	Associate	500.00	82.4	36,972.00
<b>TOTAL INCURRED</b>				<b>1,209.8</b>	<b>730,615.50</b>
<b>LESS DISCOUNTS</b>					<b>-103,223.25</b>
<b>TOTAL AMOUNT</b>					<b>627,392.25</b>
<b>TOTAL REQUESTED (80%)</b>					<b>501,913.80</b>
	<b>Blended Rate:</b>				<b>518.59</b>

**COMPENSATION BY PROJECT CATEGORY**  
**AUGUST 1, 2023 THROUGH AUGUST 21, 2023**

<b>Task Code</b>	<b>Category Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
B110	Case Administration	6.5	3,334.50
B160	Fee – Employment Applications	44.3	33,729.00
B190	Other Contested Matters	5.2	3,877.50
B210	Business Operations	2.0	1,370.00
B400	Bankruptcy Related Advice	1.0	685.00
B460	Securities Matters	164.0	107,794.00
B470	Karma Automotive LLC v. Client, et al.	983.2	577,385.50
B490	Labor Matters	1.3	864.50
B510	General Benefit Matters	2.3	1,575.50
	<b>Totals</b>	<b>1,209.8</b>	<b>730,615.50</b>
	<b>Less Discounts</b>		<b>-103,223.25</b>
	<b>Totals</b>	<b>1,209.8</b>	<b>627,392.25</b>

**EXPENSE SUMMARY**  
**AUGUST 1, 2023 THROUGH AUGUST 31, 2023**

<b>Expense Category</b>	<b>Amount</b>
Airfare/Trainfare	1,281.25
Corporate Services	296.10
Court Costs	228.00
Delivery Services	42.62
Miscellaneous	24.90
Outside Duplicating & Binding	21,102.41
Service of Process Fees/Subpoena Fees	2,196.62
<b>Total:</b>	<b>25,171.90</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

LORDSTOWN MOTORS CORP., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Obj Deadline: November 21, 2023 at 4:00 p.m. (ET)

Hearing Date: *Only if objections are filed*

**SECOND MONTHLY FEE APPLICATION OF BAKER & HOSTETLER LLP, AS SPECIAL  
LITIGATION AND CORPORATE COUNSEL FOR THE DEBTORS, FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD OF AUGUST 1, 2023 THROUGH AUGUST 31, 2023**

Baker & Hostetler LLP (“**B&H**”), special litigation and corporate counsel for the Debtors and the debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases, hereby submits its *Second Monthly Fee Application of Baker & Hostetler LLP, as Special Litigation and Corporate Counsel for the Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Period August 1, 2023 through August 31, 2023* (the “**Application**”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Chapter 11 Professionals and Committee Members*, entered July 25, 2023 [D.I. 181] (the “**Interim Compensation Order**”), for (i) allowance of compensation for professional legal

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address 27000 Hills Tech Ct., Farmington Hills, MI 48331.

services rendered and reimbursement of actual and necessary expenses incurred for the period from August 1, 2023 through August 31, 2023 (the “**Application Period**”), and respectfully represents as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B).

2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409.

3. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code. Such relief is also warranted under Bankruptcy Rule 2016(a), Local Rule 2016-2, and the Interim Compensation Order.

### **BACKGROUND**

#### **A. The Chapter 11 Cases**

4. On June 27, 2023, (the “**Petition Date**”), the Debtors commenced the above-captioned bankruptcy cases (the “**Chapter 11 Cases**”) by filing voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

5. The Debtors have continued in the possession of their property and have continued to operate and manage its businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. On July 11, 2023, the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) appointed the official committee of unsecured creditors for these Chapter 11 Cases. No trustee or examiner has been appointed in these Chapter 11 Cases.

#### **B. The Retention of Baker & Hostetler**

7. The Court has authorized the Debtors to retain and employ B&H as their special litigation and corporate counsel, effective as of the Petition Date, pursuant to the *Order Authorizing the Retention and Employment of Baker & Hostetler LP as Special Litigation and Corporate Counsel for the Debtors Effective Nunc Pro Tunc to the Petition Date*, entered August 18, 2023 [D.I. 265] (the “**Retention Order**”).

**C. The Interim Compensation Order**

8. On July 25, 2023, the Court entered the Interim Compensation Order which sets forth the procedures for interim compensation and reimbursement of expenses in these Chapter 11 Cases. Specifically, the Interim Compensation Order provides that each Professional (as defined in the Interim Compensation Order) seeking interim compensation may file an application (a “**Monthly Fee Application**”) for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month and serve a copy of such Monthly Fee Application on the Notice Parties (as defined in the Interim Compensation Order). Then, each Notice Party will have until 4:00 p.m. (prevailing Eastern Time) on the twentieth (20<sup>th</sup>) day after service of a Monthly Fee Application to object thereto (the “**Objection Deadline**”). Upon expiration of the Objection Deadline, the Professional may file a certificate of no objection consistent with Local Rule 9013-1(j) with the Court after which the Debtors are authorized to pay each Professional an amount equal to the lesser of: (i) 80 percent (80%) of the fees and 100 percent (100%) of the expenses requested in the Application or (ii) 80 percent (80%) of the fees and 100 percent (100%) of the expenses not subject to an objection.

**RELIEF REQUESTED**

9. Pursuant to the Interim Compensation Order and section 331 of the Bankruptcy Code, B&H makes this Application for allowance of compensation in the amount of \$627,392.25,

less a 20% holdback (in the amount \$125,478.45), for a total of \$510,913.80, for professional services rendered. This amount is derived solely from the applicable hourly billing rates of B&H's attorneys and paraprofessionals who rendered such services to the Debtors. In addition, B&H seeks reimbursement of expenses incurred during the Application Period in the amount of \$25,171.90.

**A. Compensation Requested**

10. Attached hereto as Exhibit A is a detailed itemization, by project category, of all services performed by B&H with respect to the Chapter 11 Cases during the Application Period. This detailed itemization complies with Local Rule 2016-2(d) in that each time entry contains a separate time allotment, a description of the type of activity and the subject matter of the activity, all time is billed in increments of one-tenth of an hour, time entries are presented chronologically in categories, and all meetings or hearings are individually identified.

11. The attorneys and paraprofessionals who rendered services related to each category are identified in Exhibit A, along with the number of hours for each individual and the total compensation sought for each category. All services for which B&H requests compensation were performed for or on behalf of the Debtors.

**B. Expense Reimbursement**

12. B&H incurred out-of-pocket expenses during the Application Period in the amount of \$25,171.90. Attached hereto as Exhibit A is a description of the expenses actually incurred by B&H in the performance of services rendered as counsel to the Debtors. The expenses are broken down into categories of charges, which may include, among other things, the following charges: photocopying, postage, telephonic appearances, messenger service, transcripts, computerized legal research, and filing fees.



13. In accordance with section 330 of the Bankruptcy Code, B&H seeks reimbursement only for the actual cost of such expenses to B&H. B&H submits that the expenses incurred were customary and necessary.

#### **VALUATION OF SERVICES**

14. Attorneys and paraprofessionals of B&H have expended a total of 1,209.8 hours in connection with this matter during the Application Period.

15. The amount of time spent by each of the professionals providing services to the Debtors for the Application Period is set forth in Exhibit A. The rates are B&H's normal hourly rates of compensation for work of this nature. The reasonable value of the services rendered by B&H for the Application Period as counsel for the Debtors in the Chapter 11 Cases is \$336,365.55.

16. B&H believes that the time entries and the expense breakdown, included in Exhibit A attached hereto, are in compliance with the requirements of Local Rule 2016-2.

17. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

#### **CERTIFICATE OF COMPLIANCE AND WAIVER**

18. The undersigned representative of B&H certifies that he has reviewed the requirements of Local Rule 2016-2 and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-2, B&H believes that such deviations are not material and respectfully requests that any such requirements be waived.

#### **NOTICE**

19. Pursuant to the Interim Compensation Order, this Application is being served on: (a) the Debtors, (b) counsel to the Debtors, (c) the U.S. Trustee, and (d) all parties that have requested notice pursuant to Local Rule 2002-1. B&H submits that no other or further notice need be provided.

**WHEREFORE**, Baker & Hostetler LLP respectfully requests the Court enter an order: (i) granting the Application and authorizing (a) allowance of compensation in the amount of \$501,913.80 (80% of \$627,392.25) for professional services rendered, and (b) reimbursement of actual and necessary costs in the amount of \$25,171.90 incurred, during the Application Period; (ii) directing the payment by the Debtors of the foregoing amounts; and (iii) granting such other and further relief as the Court deems just and proper.

Dated: November 1, 2023

BAKER & HOSTETLER LLP

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*Special Litigation and Corporate Counsel  
to the Debtors*